

ITEL

Rail Lease Division

Two Embarcadero Center
San Francisco, California 94111
(415) 955-0123
Telex 34234

RECORDATION NO. *10455-C* Filed 1425

July 18, 1979

JUL 25 1979 - 1 35 PM

INTERSTATE COMMERCE COMMISSION

Honorable H.G. Homme
Secretary
Interstate Commerce Commission
Washington, DC 20423

9-206A070

JUL 25 1979

Fee \$ *10.00*

CC Washington, D.C.

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission is the original and five counterparts of Amendment 2, dated as of July 18, 1979 to that certain Agreement, dated as of May 9, 1979 between ITEL Corporation, acting through its Rail Division, Two Embarcadero Center, San Francisco, California 94111 and ACF Industries, Inc., 750 Third Avenue, New York, New York 10017.

The foregoing Agreement was filed with the Interstate Commerce Commission on June 5, 1979 at 1:15 PM and assigned recordation number 10455.

Also enclosed is our check in the amount of \$10., payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing document.

Please return all copies of the enclosed that are not required by the Interstate Commerce Commission to Allen Harrison Esq. of Wilmer, Cutler & Pickering who will be delivering this letter on our behalf.

Sincerely,

Paul Willard
Paul Willard
Counsel

*These documents are to be
recorded under Reg. No. 10455-C*

enclosures

PW/ac

RECEIVED
JUL 25 1 30 PM '79
I.C.C.
FEE OPERATION BR.

7/25/79

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

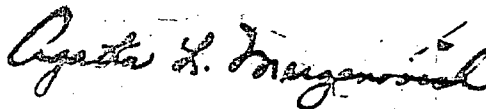
Paul Willard
Itel Corporation
Two Embarcadero Center
San Francisco, Calif. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303, on 7/25/79 at 1:35pm, and assigned recordation number(s). 10455-C

Sincerely yours,



Secretary

Enclosure(s)

SE-30
(3/79)

THIS AMENDMENT, dated as of July 18, 1979, by and between ACF Industries, Inc., a New Jersey corporation (hereinafter called the "Manufacturer"), and Itel Corporation, a Delaware corporation, acting through its Rail Division (hereinafter called the Vendee").

RECORDATION NO. 10455-C Filed 1425

W I T N E S S E T H :

JUL 25 1979-1 35 PM
INTERSTATE COMMERCE COMMISSION

WHEREAS, the Manufacturer and the Vendee have heretofore entered into a Conditional Sale Agreement (the "Agreement") dated as of May 9, 1979, which was filed with Interstate Commerce Commission on June 6, 1979 at 1:14 P.M. and assigned recordation number 10455 as amended by an Amendment dated June 8, 1979, which was filed with ICC on July 19, 1979 at 11:15 A.M. and assigned recordation number 10455-A; and

WHEREAS, the Manufacturer and Vendee desire to amend the Agreement;

PARAGRAPH 2.

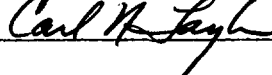
"The Manufacturer agrees to deliver the Cars to the Vendee and the Vendee agrees to accept the Cars from the Manufacturer at the delivery point above referred to. The rights of the Vendee hereunder in respect of each Car shall commence on the date of acceptance of each such Car and end on the earlier of August 15, 1979, or the date of payment of the purchase price for all of the Cars. When the purchase price of all of the Cars has been paid, this Agreement shall automatically be terminated without further action by or notice to any party concerned. On delivery of each Car to the Vendee, the Vendee will assume the responsibility and risk of loss with respect to such Car."

ALL OTHER items and conditions of the Agreement, as amended, shall remain unchanged and are ratified hereby.

ATTEST


ASSISTANT SECRETARY

ITEL CORPORATION, RAIL DIVISION

By: 

Date: July 19, 1979

ATTEST


SECRETARY

ACF INDUSTRIES, INC.

By: 
TREASURER

Date: JUL 24 1979